

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET FOR THE PERIOD OF
JUNE 1, 2024 THROUGH AND INCLUDING JUNE 30, 2024

In re: Rite Aid Corporation, *et al.*¹

Applicant: Wilson Sonsini Goodrich & Rosati, P.C.

Case No. 23-18993 (MBK)

Client: Board of Directors of Debtor Rite Aid Corporation

Chapter 11

Case Filed: October 15, 2023

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ *Erin R. Fay*

ERIN R. FAY

7/16/2024

Date

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

**SECTION I
FEE SUMMARY**

Summary of Amounts Requested for the Period
June 1, 2024 through June 30, 2024 (the “Compensation Period”)

Fee Total	\$144,694.00
Disbursement Total	\$6.45
Total Fees Plus Disbursements	\$144,700.45

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$1,266,174.00
Total Fees and Expenses Allowed to Date:	\$803,034.30
Total Retainer Remaining:	\$238,309.86
Total Holdback:	\$234,386.70
Total Received by Applicant:	\$1,159,770.50

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Katharine A. Martin Member	1987 (CA)	13.5	\$1,840	\$24,840.00
Amy L. Simmerman Member	2007 (DE) 2012 (PA)	10.0	\$1,465	\$14,650.00
Erin R. Fay Member	2009 (DE) 2009 (WI)	32.8	\$1,250	\$41,000.00
Jason B. Schoenberg Associate	2017 (DE)	30.4	\$1,145	\$34,808.00
Catherine C. Lyons Associate	2022 (DE) 2019 (NY) 2023 (TX)	15.1	\$1,110	\$16,761.00
Sarah M. Hand Associate	2022 (DE)	10.3	\$850	\$8,755.00
Lynzy McGee Senior Paralegal	n/a	8.0	\$485	\$3,880.00
TOTALS	n/a	120.1	n/a	\$144,694.00

SECTION II
SUMMARY OF SERVICES

Services Rendered	Hours	Fees
Case Administration	5.1	\$3,301.00
Court Hearing	30.7	\$35,825.50
Fee/Employment Applications – WSGR	3.8	\$2,447.50
Board of Directors Matters	78.7	\$100,864.00
Plan and Disclosure Statement	1.8	\$2,256.00
SERVICES TOTALS	120.1	\$144,694.00

SECTION III
SUMMARY OF DISBURSEMENTS

Disbursements	Amount
Reproduction	\$6.45
DISBURSEMENTS TOTAL	\$6.45

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: October 15, 2023
- (2) Chapter under which cases commenced: Chapter 11
- (3) Date of retention: January 10, 2024, *nunc pro tunc* to October 15, 2023. *See Exhibit A.*
If limit on number of hours or other limitations to retention, set forth: n/a
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:²
 - (a) The Applicant advised the board of directors of Debtor Rite Aid Corporation (the “Board”) regarding, among other things, the fulfilment of director obligations and duties under applicable law, negotiations with various parties, and the proposed resolution of numerous other issues in the chapter 11 cases.
 - (b) The Applicant reviewed, commented on, and advised the Board regarding the substance of the Debtors’ motions for various relief, with particular attention to Board related issues.
 - (c) The Applicant attended hearings in the chapter 11 cases on behalf of the Board.
 - (d) The Applicant attended, transcribed minutes of, provided advice at, and assisted with materials related to meetings of the Board, meetings of the special committee of the Board, and meetings of various subcommittees of the Board.
 - (e) The Applicant advised the Board with respect to corporate governance considerations and other Board related issues.
 - (f) The Applicant drafted a monthly application for compensation for Wilson Sonsini Goodrich & Rosati, P.C., as special counsel to the Board.
 - (g) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B.**³
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Paid in full.

² The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

³ The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

- (b) Secured creditors: To be paid in accordance with the *Second Amended Joint Chapter 11 Plan of Reorganization of Rite Aid Corporation and its Debtor Affiliates (As Further Modified)* [Docket No. 3833] (the “Plan”)
- (c) Priority creditors: To be paid in accordance with the Plan.
- (d) General unsecured creditors: To be paid in accordance with the Plan.

(6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time.

(7) This is the seventh monthly fee statement.

Exhibit A

Retention Order



Caption in Compliance with D.N.J. LBR 9004-1(b)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
In re:
RITE AID CORPORATION, <i>et al.</i> ,
Debtors. ¹

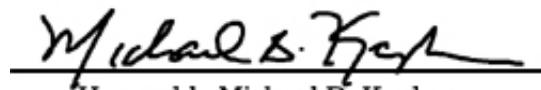
Order Filed on January 10, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey
Chapter 11
Case No. 23-18993 (MBK)
(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following pages, numbered three (3) through eight (8) is

ORDERED.

DATED: January 10, 2024



Honorable Michael B. Kaplan
United States Bankruptcy Judge

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

Caption in Compliance with D.N.J. LBR 9004-1(b)

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Aparna Yenamandra, P.C. (admitted *pro hac vice*)
Ross J. Fiedler (admitted *pro hac vice*)
Zachary R. Manning (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
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esassower@kirkland.com
joshua.sussberg@kirkland.com
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Proposed Co-Counsel for Debtors and Debtors in Possession

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI GOODRICH & ROSATI, P.C. AS SPECIAL BOARD COUNSEL EFFECTIVE AS OF THE PETITION DATE

Upon the application (the “Application”)² of Rite Aid Corporation, and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases for entry of an order (this “Order”) authorizing the Debtors’ retention and employment of Wilson Sonsini Goodrich & Rosati, P.C. (“WSGR”) as special counsel to the board of directors (the “Board”) of Debtor Rite Aid Corporation, effective as of the Petition Date, with regard to Board Matters, pursuant to sections 327(e) and 330 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016; and upon consideration of the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application, the Fay Declaration, the Sabatino Declaration, and the First Day Declaration; and the Court having found, based on the representations made in the Application and the Fay Declaration, that WSGR does not hold or represent any interest adverse to the Debtors or to the Debtors’ estates with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code; and this Court having found that sufficient cause exists to grant the relief set forth herein; and this Court having found that the Debtors’ notice of the

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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Application was appropriate under the circumstances and no other or further notice need be provided; and this Court having reviewed the Application and determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due and deliberation and sufficient cause appearing therefor

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.
2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code, to retain and employ WSGR as special counsel to the Board to the extent set forth herein, effective as of the Petition Date.
3. WSGR is authorized to render professional services to the Board.
4. WSGR shall apply for (a) compensation for professional services rendered and (b) reimbursement of expenses incurred in connection with these cases, in both cases subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, including sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of the Court. WSGR shall also make a reasonable effort to comply with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, both in connection with this Application and the fee applications filed by WSGR in the chapter 11 cases.
5. Notwithstanding anything in the Application, the Fay Declaration, or any Engagement Letter to the contrary, WSGR shall apply any remaining amounts of its

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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prepetition retainer as a credit toward post-petition fees and expenses, after such post-petition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to WSGR. At the conclusion of WSGR's engagement by the Debtors, if the amount of the prepetition retainer held by WSGR is in excess of the amount of WSGR's outstanding estimated fees, expenses and costs, WSGR will pay to the Debtors the amount by which the prepetition retainer exceeds such fees, expenses and costs. WSGR is authorized without further order of the Court to reserve and apply amounts from the prepetition retainer that would otherwise be applied toward payment of post-petition fees or expenses to compensate and reimburse WSGR for fees and expenses incurred on or prior to the Petition Date consistent with the Firm's ordinary course billing practice.

6. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, WSGR shall provide ten (10) days' prior notice of any such increases to the Debtors, the U.S. Trustee, the UCC, and the TCC and shall file any such notice with the Court. All parties in interest retain rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. WSGR (i) shall only bill 50% for non-working travel; and (ii) shall not seek the reimbursement of any fees or costs, including attorney's fees and costs, arising from the defense of any objections to any of WSGR's fee applications in these cases; (iii) shall use the billing and expense categories set forth in the U.S. Trustee Guidelines (Exhibit D-1

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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“Summary of Compensation Requested by Project Category”); and (iv) shall provide any and all monthly fee statements, interim fee applications, and final fee applications in “LEDES” format to the U.S. Trustee.

8. Notwithstanding anything in the Application, the Fay Declaration, or the Sabatino Declaration to the contrary, WSGR shall seek reimbursement from the Debtors’ estates for its engagement-related expenses at the firm’s actual cost paid.

9. In order to avoid any duplication of effort and provide service in the most efficient and cost-effective manner, WSGR shall coordinate with Kirkland & Ellis LLP, Kirkland & Ellis International LLP, Cole Schotz P.C., and any additional firms retained on behalf of the Debtors regarding their respective responsibilities in these chapter 11 cases. As such, WSGR shall use its best efforts to avoid duplication of services provided by any of the Debtors’ other retained professionals in these chapter 11 cases.

10. Notwithstanding anything in the Application, the Fay Declaration, or the Sabatino Declaration to the contrary, WSGR shall (i) to the extent that WSGR uses the services of independent contractors or subcontractors (collectively, the “Contractors”) in these cases, pass through the costs of such Contractors at the same rate that WSGR pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for WSGR; (iv) file with this Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these chapter 11 cases.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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11. No agreement or understanding exists between WSGR and any other person other than as permitted by section 504 of the Bankruptcy Code, to share compensation received for services rendered in connection with these cases, nor shall WSGR share or agree to share compensation received for services rendered in connection with these cases with any other person, other than as permitted by section 504 of the Bankruptcy Code.

12. The Debtors and WSGR are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

13. If the Court denies the *Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Transaction Parties in Interest Related to the Debtors' Professional Retention Applications* [Docket No. 806] (the "Motion to Seal"), or the Motion to Seal is withdrawn or the relief requested therein is moot, WSGR will, within fourteen days of such denial, withdrawal or other resolution, and through a supplemental declaration, disclose the identities of all Confidential Transaction Parties that were filed under seal, and the connections of WSGR to such Confidential Transaction Parties.

14. WSGR will file budget and staffing plans in connection with the filing of its fee applications.

15. Notwithstanding anything in the Application, the Fay Declaration, or the Engagement Letter(s) to the contrary, termination or withdrawal from representation will only be allowed upon entry of an Order by this Court.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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16. Notwithstanding anything in the Application, the Fay Declaration, or the Engagement Letter(s) to the contrary, any provision regarding arbitration shall not be applicable during the pendency of these chapter 11 cases.

17. To the extent that there may be any inconsistency between the terms of the Application, the Fay Declaration, the Sabatino Declaration, and this Order, the terms of this Order shall govern in all respects.

18. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the Local Rules are satisfied by such notice.

19. Upon its entry, the terms and conditions of this Order shall be immediately effective and enforceable.

20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit B

Invoices



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

o: 650.493.9300
f: 650.493.6811

TAX ID: 94-2451946

Rite Aid Corporation
Attn: Bari Harlam, Chair of the Nominating and Governance
Committee
1200 Intrepid Ave 2nd Fl
Philadelphia, PA 19112

Invoice # : 2816369
Invoice Total : \$ 144,700.45
Invoice Date : 07/15/24
Client-Matter : 64740-008
Attorney : Katharine A. Martin

Re: Post-Petition Time

E-Billing Required

INVOICE SUMMARY

\$ 144,694.00	Fees
\$ 6.45	Costs
\$ 144,700.45	Current Invoice Total
 	<i>Prior Balance Due ***</i>
 	Total Current & Outstanding Invoices Due

*** Please see next page for outstanding invoice(s) on this matter. ***

REMITTANCE INFORMATION

Pay by Check:

Wilson Sonsini Goodrich & Rosati PC
P.O. Box 742866, Los Angeles, CA 90074-2866

Pay by ACH or Wire:

Account Name: Wilson Sonsini Goodrich & Rosati PC
Beneficiary's Banker: Bank of America, N.A., 222 Broadway, New York, NY 10038
(Local Branch office: 530 Lytton Avenue, Palo Alto, CA 94301)
Account No.: 14849-00602
ACH Routing No.: 121000358
ABA No. (Wires): 026009593
SWIFT Code: BOFAUS3N

To initiate a payment plan, please use the following link: <https://tranch.com/checkout/?supplier=wilsonsonsini>

OUTSTANDING BALANCES ON PRIOR INVOICES - THIS MATTER ONLY

Invoice No.	Invoice Date	Total Billed	Total Balance
2765535	03/21/24	\$ 210,075.90	\$ 16,968.80
2788743	05/13/24	\$ 220,311.90	\$ 44,045.70
2793032	05/21/24	\$ 184,858.30	\$ 36,947.90
2801144	06/11/24	\$ 42,205.50	\$ 8,441.10
			<u>\$ 106,403.50</u>

For questions on your account, or to obtain copies of unpaid invoices, please contact your Account Manager, Syreeta Parker, at SYREETA.PARKER@wsgr.com or (650) 493-9300 ext. 6583.

FEE SUMMARY BY TASK

	FEES
B110 (Administration / Case Administration)	\$ 3,301.00
B115 (Administration / Court Hearing)	\$ 35,825.50
B165 (Administration / Fee/Employment Applications - WSGR)	\$ 2,447.50
B260 (Operations / Board of Directors Matters)	\$ 100,864.00
B320 (Claims and Plan / Plan and Disclosure Statement (including Business Plan))	\$ 2,256.00

DATE	PROFESSIONAL SERVICES	HOURS
<u>B110 - CASE ADMINISTRATION</u>		
06/04/24	(B110) Lynzy McGee – Revise critical dates re recently filed pleadings	1.3
06/05/24	(B110) Catherine Lyons – Correspondence with L. McGee re critical dates and omnibus hearing attendance	0.1
06/06/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	0.3
06/12/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	0.5
06/19/24	(B110) Erin R. Fay – Review debtor filings re: MedImpact issues	1.0
06/21/24	(B110) Lynzy McGee – Review docket re recently filed pleadings	0.1
06/26/24	(B110) Lynzy McGee – Revise case calendar re recently filed pleadings	1.8
<u>B115 - COURT HEARING</u>		
06/05/24	(B115) Lynzy McGee – Review docket re 6/6/24 hearing (.1); Coordinate panelist registration for C. Lyons re same (.1)	0.2
06/06/24	(B115) Lynzy McGee – Review docket re 6/6/24 hearing (.1); Correspondence with Chambers re same (.1)	0.2
06/07/24	(B115) Erin R. Fay – Attend hearing	1.3
06/07/24	(B115) Catherine Lyons – Attend hearing (0.9) and status conference (0.4) and prepare summary of same for WSGR team (0.5)	1.8
06/14/24	(B115) Erin R. Fay – Prepare for and attend hearing	1.0
06/14/24	(B115) Lynzy McGee – Review Court site re 6/14/24 hearing	0.1
06/20/24	(B115) Erin R. Fay – Attend MedImpact trial	2.4
06/21/24	(B115) Erin R. Fay – Attend portion of MedImpact closing arguments	1.0
06/21/24	(B115) Catherine Lyons – Attend closing arguments in MedImpact Trial	2.8
06/21/24	(B115) Lynzy McGee – Correspondence with C. Lyons re 6/21/24 hearing	0.1
06/23/24	(B115) Erin R. Fay – Review confirmation objections re: insurers	1.0
06/24/24	(B115) Erin R. Fay – Attend hearing	1.5
06/24/24	(B115) Catherine Lyons – Attend hearing re MedImpact trial results and other contested motions	1.5
06/24/24	(B115) Catherine Lyons – Correspondence with L. McGee re Confirmation Hearing and registration re same	0.1
06/24/24	(B115) Lynzy McGee – Revise case calendar re upcoming hearings (.3); Correspondence with Chambers re registration of E. Fay and C. Lyons re same (.1)	0.4
06/26/24	(B115) Erin R. Fay – Attend status conference and update client re: same	0.7

DATE	PROFESSIONAL SERVICES	HOURS
06/27/24	(B115) Erin R. Fay – Attend confirmation hearing	5.0
06/27/24	(B115) Catherine Lyons – Attend Confirmation Hearing	3.5
06/28/24	(B115) Erin R. Fay – Attend confirmation hearing	3.5
06/28/24	(B115) Catherine Lyons – Attend Confirmation Hearing	2.5
06/28/24	(B115) Lynzy McGee – Correspondence with C. Lyons re status of confirmation hearing	0.1

B165 - FEE/EMPLOYMENT APPLICATIONS - WSGR

06/04/24	(B165) Lynzy McGee – Review and revise WSGR's May 2024 monthly fee application	0.2
06/07/24	(B165) Catherine Lyons – Review May Fee Application and correspond with L. McGee re same	0.3
06/07/24	(B165) Lynzy McGee – Revise WSGR's May 2024 monthly fee application (.6); Draft certificate of no objection re WSGR's April 2024 monthly fee application (.2)	0.8
06/10/24	(B165) Lynzy McGee – Coordinate filing of certificate of no objection re WSGR's April 2024 monthly fee application	0.1
06/11/24	(B165) Lynzy McGee – Revise WSGR May 2024 monthly fee application	0.4
06/12/24	(B165) Erin R. Fay – Correspondence with Kirkland & Ellis re: interim fee application	0.1
06/12/24	(B165) Catherine Lyons – Review and revise draft of Sixth Monthly WSGR Fee Application and correspond with L. McGee re same	0.3
06/12/24	(B165) Lynzy McGee – Revise WSGR's May 2024 monthly fee application	0.4
06/20/24	(B165) Lynzy McGee – Correspondence with A. Milliaressis re WSGR's May 2024 monthly fee application	0.1
06/26/24	(B165) Erin R. Fay – Emails re: budgeting with L. McGee	0.2
06/26/24	(B165) Lynzy McGee – Review WSGR fee applications and compare against budget	0.8
06/28/24	(B165) Lynzy McGee – Correspondence with E. Fay and S. Fischenich re WSGR retainer balance per K. Kao	0.1

B260 - BOARD OF DIRECTORS MATTERS

06/03/24	(B260) Amy L. Simmerman – Review and analyze committee deck (.3); Attend committee call (1.3); Confer and advise re governance matters (.5)	2.1
06/03/24	(B260) Erin R. Fay – Attend call with K. Martin, A. Simmerman, J. Schoenberg re: board and plan issues (.5); emails with A. Yenamandra re: same (.2); review TCC stipulation (.4); call with M. Thompson re: same (.5); further emails with K. Martin re: same (.5); review board materials re: update (.3); review docket re: recent filings (1)	3.4
06/03/24	(B260) Katharine A. Martin – Attend call with E. Fay re special committee meeting	0.5
06/03/24	(B260) Katharine A. Martin – Review E. Fay email re recent activity and slides for special committee meeting	0.5
06/03/24	(B260) Katharine A. Martin – Attend Special Committee meeting	1.5

DATE	PROFESSIONAL SERVICES	HOURS
06/03/24	(B260) Jason B. Schoenberg – Attend special committee meeting (1.5); review and analyze special committee discussion materials (.7); attend conference call with WSGR team re corporate governance issues in connection with bankruptcy proceedings and related matters (.2)	2.4
06/04/24	(B260) Jason B. Schoenberg – Emails with WSGR team and analysis re corporate governance issues in connection with bankruptcy proceedings (.3); emails with WSGR team and analysis re draft minutes of board and committee meetings (.3)	0.6
06/04/24	(B260) Sarah M. Hand – Review and revise meeting minute tracker (.1); review and analysis of slide decks re special committee meeting minutes (.4); begin drafting special committee meeting minutes (1.1); confer with J. Schoenberg re same (.1); emails with J. Schoenberg re same (.1)	1.8
06/05/24	(B260) Jason B. Schoenberg – Emails with WSGR team and analysis re corporate governance matters in connection with bankruptcy proceedings	0.3
06/05/24	(B260) Sarah M. Hand – Review and analysis of revised critical dates calendar (.1); draft special committee meeting minutes (1.5); review and revise drafts of special committee meeting minutes (.6); emails with J. Schoenberg re same (.1)	2.3
06/06/24	(B260) Amy L. Simmerman – Review and confer re governance matters (1.0); Attend call with directors (.7); Attend board call (.6); Attend call with T. Sabatino and C. Bassett re board matters (.5)	2.8
06/06/24	(B260) Erin R. Fay – Board meeting and emails with K. Martin re: same (1.2); call and further emails with K. Martin re: same (.5); call with A. Yenamandra, R. Knowling, etc. re: same (.5)	2.2
06/06/24	(B260) Katharine A. Martin – Attend special committee call	1.0
06/06/24	(B260) Katharine A. Martin – Call with B. Knowling, K&E, A. Simmerman and E. Fay re compensation issue	0.5
06/06/24	(B260) Jason B. Schoenberg – Attend special committee meeting (.6); review and analyze executive compensation agreement (.5); confer and analysis re Delaware law and corporate governance matters in connection with bankruptcy proceedings (.8)	1.9
06/06/24	(B260) Catherine Lyons – Attend call with Company and WSGR re Board matters and case status (0.5) and conduct research re same (0.2) and correspond with WSGR team re same (0.2)	0.9
06/07/24	(B260) Katharine A. Martin – Call with B. Bodaken re board matter	0.5
06/07/24	(B260) Jason B. Schoenberg – Emails with WSGR team and analysis re corporate governance issues in connection with bankruptcy court hearing and status conference	0.3
06/09/24	(B260) Amy L. Simmerman – Review and analyze board deck	0.3
06/09/24	(B260) Erin R. Fay – Attend board meeting (1.8); review materials re: same (.2)	2.0
06/09/24	(B260) Katharine A. Martin – Attend board meeting	2.0
06/09/24	(B260) Katharine A. Martin – Review board slide deck	0.5
06/09/24	(B260) Jason B. Schoenberg – Review and analyze board discussion materials (.7); attend board meeting (1.7); confer and analysis re Delaware law and corporate governance issues in connection with same (.4)	2.8
06/10/24	(B260) Amy L. Simmerman – Review and analyze committee deck	0.2

DATE	PROFESSIONAL SERVICES	HOURS
06/10/24	(B260) Erin R. Fay – Revise materials for special committee call (.2); prepare for and attend same (1.2)	1.4
06/10/24	(B260) Katharine A. Martin – Attend special committee call	1.5
06/10/24	(B260) Katharine A. Martin – Review slide deck	0.3
06/10/24	(B260) Jason B. Schoenberg – Attend special committee meeting (1.0); review and analyze special committee discussion materials (.5)	1.5
06/11/24	(B260) Erin R. Fay – Prepare for and attend board meeting	1.0
06/11/24	(B260) Katharine A. Martin – Attend board call	1.5
06/11/24	(B260) Jason B. Schoenberg – Attend board meeting	1.0
06/12/24	(B260) Jason B. Schoenberg – Draft minutes of special committee meetings	0.3
06/12/24	(B260) Sarah M. Hand – Review and analysis of board and special committee slide decks (.3); draft board and special committee meeting minutes (1.6); review and revise same (.3); emails with J. Schoenberg re same (.1)	2.3
06/13/24	(B260) Amy L. Simmerman – Attend call with Kirkland and C. Bassett re board matters	0.5
06/13/24	(B260) Erin R. Fay – Attend call with C. Bassett, K. Martin etc. re: status/plan issues	0.5
06/13/24	(B260) Jason B. Schoenberg – Attend conference call with Kirkland team, in-house team and WSGR team re bankruptcy proceedings and related matters (.5); draft minutes of special committee meetings (.6)	1.1
06/13/24	(B260) Catherine Lyons – Attend call with Company, Kirkland, and WSGR teams re chapter 11 cases and Board matters	0.5
06/14/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings	4.7
06/17/24	(B260) Amy L. Simmerman – Review and analyze committee deck (.2); Attend special committee meeting (1.0)	1.2
06/17/24	(B260) Erin R. Fay – Attend special committee call (1.1); review materials re: same (.2)	1.3
06/17/24	(B260) Katharine A. Martin – Attend board call	1.5
06/17/24	(B260) Jason B. Schoenberg – Draft minutes of board and special committee meetings (1.3); attend special committee meeting (1.1); review and analyze special committee discussion materials (.8)	3.2
06/18/24	(B260) Jason B. Schoenberg – Draft minutes of special committee meetings	0.3
06/19/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings	2.3
06/20/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meetings (1.9); emails with WSGR team and analysis re corporate governance issues in connection with bankruptcy proceedings and related matters (.4)	2.3
06/20/24	(B260) Sarah M. Hand – Review and analysis of special committee meeting deck (.4); draft special committee meeting minutes re same (.6); review and revise board and committee meeting minutes re additional comments (1.0); emails with J. Schoenberg re same (.2)	2.2
06/21/24	(B260) Jason B. Schoenberg – Draft minutes of board and committee meeting (1.1); emails with WSGR team re corporate governance matters in connection with same (.3)	1.4

DATE	PROFESSIONAL SERVICES	HOURS
06/23/24	(B260) Amy L. Simmerman – Review and analyze committee deck	0.2
06/23/24	(B260) Erin R. Fay – Review board materials	0.3
06/24/24	(B260) Amy L. Simmerman – Attend committee call	1.3
06/24/24	(B260) Erin R. Fay – Attend special committee meeting and prepare for same	1.0
06/24/24	(B260) Katharine A. Martin – Attend board meeting	1.5
06/24/24	(B260) Jason B. Schoenberg – Attend special committee meeting (1.3); review and analyze special committee discussion materials (.8)	2.1
06/25/24	(B260) Amy L. Simmerman – Review and advise re board and committee minutes	1.2
06/25/24	(B260) Sarah M. Hand – Emails with WSGR team re status of board and committee meeting minutes	0.1
06/26/24	(B260) Jason B. Schoenberg – Draft minutes of board and special committee meetings	1.7
06/26/24	(B260) Sarah M. Hand – Review and analysis of special committee meeting deck (.3); draft special committee meeting minutes re same (.8); review and revise same (.2); emails with J. Schoenberg re same (.1)	1.4
06/27/24	(B260) Amy L. Simmerman – Emails with J. Schoenberg and S. Hand re board matters (.1); Analysis re same (.1)	0.2
06/27/24	(B260) Erin R. Fay – Emails with J. Schoenberg re: minutes	0.2
06/27/24	(B260) Jason B. Schoenberg – Emails with A. Simmerman and S. Hand re draft minutes and related governance matters	0.2
06/27/24	(B260) Sarah M. Hand – Review and analysis of comments to special committee minutes (.1); emails with A. Simmerman and J. Schoenberg re same (.1)	0.2
B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)		
06/25/24	(B320) Erin R. Fay – Emails and call with M. Thompson and K. Martin re: confirmation discovery (.4); review motion to quash (.2); emails with directors re: same (.2)	0.8
06/25/24	(B320) Katharine A. Martin – Correspondence with E. Fay re potential witness list	0.2
06/26/24	(B320) Catherine Lyons – Attend pre-trial conference re confirmation issues	0.8
TOTAL HOURS		120.1

FEE SUMMARY	HOURS	RATE	AMOUNT
Erin R. Fay	32.8	1,250.00	\$ 41,000.00
Katharine A. Martin	13.5	1,840.00	\$ 24,840.00
Amy L. Simmerman	10.0	1,465.00	\$ 14,650.00
Sarah M. Hand	10.3	850.00	\$ 8,755.00
Catherine Lyons	15.1	1,110.00	\$ 16,761.00
Jason B. Schoenberg	30.4	1,145.00	\$ 34,808.00
Lynzy McGee	8.0	485.00	\$ 3,880.00
Total Current Fees			\$ 144,694.00

COSTS AND SUPPORT SERVICES	AMOUNT
Reproduction	6.45
CURRENT COSTS	\$ 6.45
Total Invoice Due	\$ 144,700.45